

FORM PTO-1594	101748438 T	U.S. DEPARTMENT OF COMMERCE
(Rev. 03/01)		Patent and Trademark Office
1. Name of conveying Party(ies):	Patents and Trademarks: Please record the attached original doc 2. Name and Address of re	
Soft Sheen Products, Inc.	Name: Carson Product Inc.	ts Company dba Carson/Soft Sheen,
Individual Association	n Street Address: 575 Fife	th Avenue
General Partnership Limited Pa	rtnership City: NY State	NY Zip Code 10017
X Corporation- State - Delaware		10017
Other	Association	DECEIVE
Additional name(s) of conveying party(ies) attached?	Yes X No General Partnership	P JUN - 5 2001
3. Nature of conveyance: Assignment X Merger	Limited Partnership	p
Assignment X Merger Security Agreement Change of	X Corporation-State	Delaware
Other	Other	
Execution Date: 12202000	If assignee is not domiciled in the designation is attached: (Designations must be a separate document from Assignment)	United States, a domestic representative Yes No
	Additional name(s) & address(es)	attached? Yes No
4. Application number(s) or registration number A. Trademark Application No.(s)	1376790; 1277666; 18291 1674733; 0572712; 10432 2236968; 2232500; 11903	45; 0970940; 0974463; 0988557; 25; 0968329; 0953827; 0681947; 76; 11 <u>91484</u>
5 None and address 6 marks 1	Additional sheet attached?	Yes X No
5. Name and address of party to whom corresp concerning this matter should be mailed:		tions and registrations involved: 16
Bingham B. Leverich, Esq. Covington & Burling	7. Total fee (37 CFR 3.41)	\$ 415
1201 Pennsylvania Avenue, N.W. Washington, D.C. 20004	Enclosed	415
		charged to deposit account
Attorney Docket No. 027091.00101	-	33412
9. Statement and Signature.	DO NOT USE THIS SPACE	
To the best of my knowledge and belief, the fore original document.	egoing information is true and correct and an	y attached copy is a true copy of the
Kristina Rosette	Signature Signature	5/30/01 Date
Name of Person Signing	8	· Date
:/2001 TDIAZ1	al number of pages including cover sheet, atta- ament:	chments, and 3
2:482 375.00 CH	anon.	L

CERTIFICATE OF MERGER

OF

SOFT SHEEN PRODUCTS, INC.

AND

CARSON PRODUCTS COMPANY

It is hereby certified that:

- 1. The constituent business corporations participating in the merger herein certified are:
- (i) Soft Sheen Products, Inc., which is incorporated under the laws of the State of Delaware; and
- (ii) Carson Products Company, which is incorporated under the laws of the State of Delaware.
- 2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
- 3. The name of the surviving corporation in the merger herein certified is Carson Products Company, which will continue its existence as said surviving corporation under the name Carson/Soft Sheen, Inc. upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
- 4. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation except that Article FIRST, relating to the name of the corporation is hereby animaded and changed so as to read as follow at the effective time of the merger:

"FIRST: The name of the corporation (hereinafter called the "corporation") shall be Carson/Soft Sheen. Inc."

5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

Carson/Soft Sheen, Inc. 575 Fifth Avenue New York, NY 10017

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid

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surviving comporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on January 1, 2001.

Dated: December 20, 2000

Soft Sheen Products, Inc.

By:

Vanc: John/D. Sullivan Tale: Senior Vice President

Dated: December 20, 2000

Carson Products Company

By:

Name: Rogge Bolden

Fills: Executive Vice President

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